

ENTERED

APPLICANT: EQUITABLE PRODUCTION COMPANY
A West Virginia Corporation

)
) VIRGINIA GAS
) AND OIL BOARD

)
) DOCKET NO.
) 02-0716-1049

DRILLING UNIT SERVED BY WELL NUMBERED
P-550423 TO BE DRILLED IN THE LOCATION
DEPICTED ON EXHIBIT A HERETO,
CLINCHFIELD COAL COMPANY TRACT T-121
CANEY RIDGE QUADRANGLE,
KENADY MAGISTERIAL DISTRICT,
DICKENSON COUNTY, VIRGINIA
(the "Subject Lands" are more particularly
described on Exhibit "A" attached hereto
and made a part hereof)

FINDINGS AND ORDER

1. Hearing Date and Place: This matter came on for hearing before the Virginia Gas and Oil Board (hereafter "Board") at 9:00 a.m. on **August 20, 2002**, Southwest Virginia Higher Education Center on the campus of Virginia Highlands Community College, Abingdon, Virginia.
2. Appearances: James E. Kaiser, Esquire of the firm Wilhoit & Kaiser appeared for the Applicant and Sandra B. Riggs and Sharon Pigeon, Assistant Attorney Generals, were present to advise the Board.
3. Jurisdiction and Notice: Pursuant to Va. Code § 45.1-361.1 et seq., the Board finds that it has jurisdiction over the subject matter. Based upon the evidence presented by Applicant, the Board also finds that the Applicant has (1) exercised due diligence in conducting a meaningful search of reasonably available sources to determine the identity and whereabouts of each gas and oil owner, coal owner, or mineral owner having an interest in Subject Drilling Unit underlying and comprised of Subject Lands; (2) has represented to the Board that it has given notice to those parties (hereafter sometimes "person(s)" whether referring to individuals, corporations, partnerships, associations, companies, businesses, trusts, joint ventures or other legal entities) entitled by Va. Code § 45.1-361.19 to notice of this application; and (3) that the persons set forth in Exhibit B hereto have been identified by Applicant as owners of Gas interests underlying Subject Drilling Unit, including those who have not heretofore leased, sold or voluntarily agreed with the Applicant to pool their Gas interests in Subject Drilling Unit. Further, the Board has caused notice of this hearing to be published as required by Va. Code § 45.1-361.19.B. Whereupon, the Board hereby finds

that the notices given herein satisfy all statutory requirements, Board rule requirements and the minimum standards of state due process.

4. Amendments: None.
5. Dismissals: None.
6. Relief Requested: Applicant requests (1) an exception to the statewide spacing limitations set forth in Va. Code § 45.1-361.17 for Well No. P-550423.
7. Relief Granted: The requested relief in this cause be and hereby is granted. The Board hereby grants Applicant consent to permit and drill proposed Well No. P-550423 1,909.13 feet from existing EPC Well No. p-168 all at the locations depicted on the Plat attached hereto;
8. Special Findings: The Board specifically and specially finds:
 - 8.1 Applicant claims ownership of Conventional Gas leases on 100 percent of Subject Drilling Unit and the right to explore for, develop and produce Gas from same as well as from reciprocal well, i.e., Well P-168;
 - 8.2 Applicant is an operator in the Commonwealth of Virginia and has satisfied the Board's requirements for operations in Virginia;
 - 8.3 The proposed Well P-550423 is located on a surface, coal, oil and gas tract consisting of 1,189 acres known as **Clinchfield Coal Company Oil and Gas Tract T-121**, and the surface, coal, gas and oil owner has consented to the proposed location for Well P-550423 that is depicted on the Plat attached hereto as Exhibit A;
 - 8.4 The Applicant testified it has the right to operate and develop the reciprocal Well P-168, and that the granting of the application filed herein will not impact the correlative rights of any person;
 - 8.5 An exception to the well spacing requirements of Va. Code § 45.1-361.17 for Well P-550423 is necessary to efficiently drain a portion of the common sources of supply (reservoir) underlying Subject Drilling Unit, and the Board's granting of the requested location exception is in the best interest of preventing the waste of 500 million cubic feet of Conventional Gas underlying Subject Drilling Unit, and to generally effect the purposes of the Virginia Gas and Oil Act;
 - 8.6 Applicant proposes the drilling of Well No. P-550423 to a depth of 4,610 feet on the Subject Drilling Unit at the location depicted in Exhibit A to produce all the Mississippian and Devonian age formations including, but not limited to, the Base Lee Sands, Ravencliff, Maxon, Little Lime, Big Lime, Top Weir, Base Weir, Sunbury, Coffee Shale, Berea, Cleveland, Upper Huron, Middle Huron, Lower Huron, Olentangy from surface to a total depth of 4,610 feet ("Subject Formations");
 - 8.7 Applicant proposes to complete and operate Well P-550423 for the

8.7 Applicant proposes to complete and operate Well P-550423 for the purpose of producing Conventional Gas;

9. Mailing Of Order And Filing Of Affidavit: Applicant or its Attorney shall file an affidavit with the Secretary of the Board within sixty (60) days after the date of receipt of this Order stating that a true and correct copy of said Order was mailed within seven (7) days from the date of receipt of this Order to each person pooled by this Order whose address is known.

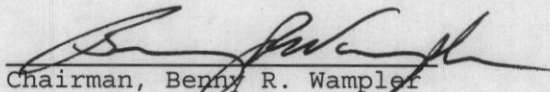
10. Availability of Unit Records: The Director shall provide all persons not subject to a lease with reasonable access to all records for Subject Drilling Unit which are submitted by the Unit Operator to said Director and/or his Inspector(s).

11. Conclusion: Therefore, the requested relief and all terms and provisions set forth above be and hereby are granted and IT IS SO ORDERED.

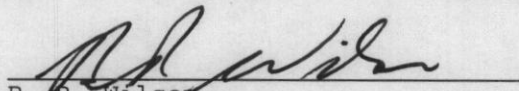
12. Appeals: Appeals of this Order are governed by the provisions of Va. Code Ann. § 45.1-361.9 which provides that any order or decision of the Board may be appealed to the appropriate circuit court. Such appeals must be taken in the manner prescribed in the Administrative Process Act, Va. Code Ann. § 9-6.14:1 et seq. and Rule 2A of the Rules of the Virginia Supreme Court.

13. Effective Date: This Order shall be effective on the date of its execution.

DONE AND EXECUTED this 1st day of October, 2002, by a majority of the Virginia Gas and Oil Board.

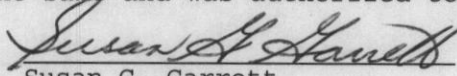

Chairman, Benny R. Wampler

DONE AND PERFORMED this 2nd day of October, 2002, by Order of this Board.


B. R. Wilson
Principal Executive to the Staff
Virginia Gas and Oil Board

STATE OF VIRGINIA)
COUNTY OF WISE)

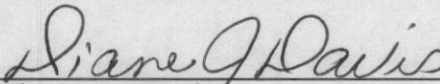
Acknowledged on this 1st day of October, 2002, personally before me a notary public in and for the Commonwealth of Virginia, appeared Benny Wampler, being duly sworn did depose and say that he is Chairman of the Virginia Gas and Oil Board, that he executed the same and was authorized to do so.


Susan G. Garrett
Notary Public

My commission expires July 31, 2006

STATE OF VIRGINIA)
COUNTY OF WASHINGTON)

Acknowledged on this 7th day of October, 2002, personally before me a notary public in and for the Commonwealth of Virginia, appeared B. R. Wilson, being duly sworn did depose and say that he is Principal Executive to the Staff of the Virginia Gas and Oil Board, that he executed the same and was authorized to do so.


Diane J. Davis
Notary Public

My commission expires September 30, 2005

TOTAL UNIT AREA
= 112.69 ACRES

--- DENOTES MINERAL LINE
- - - DENOTES SURFACE LINE
- . - DENOTES SURFACE & MINERAL LINES

STATE PLANE
NAD 27 COORDINATES
OF WELL P-550423
N 294873.38
E 859592.47

LEASE No. 241490 / T-688
G.A. WARDER
97.70 ACRES
CLINCHFIELD COAL COMPANY/
PYXIS RESOURCES COMPANY - coal & surface
PINE MOUNTAIN OIL & GAS, INC. - oil & gas
GAS 52.60 AC. 46.88%

CCC COORDINATES
OF WELL P-550423
S 7857.96
W 7825.88

P-550423

S81°57'23"E
415.40' IPS

S85°00'24"E
3370.94'

LEASE No. 241490 / T-121
WILSON ROSE
1330.00 ACRES
CLINCHFIELD COAL COMPANY/
PYXIS RESOURCES COMPANY - coal
PINE MOUNTAIN OIL & GAS, INC. - oil & gas
GAS 60.09 AC. 53.32%

CLINCHFIELD COAL COMPANY /
PYXIS RESOURCES COMPANY - surface

COORDINATES
OF BENCH MARK
S 77498.41
E 22826.48
ELEV. = 1754.09

NOTE 111

WELL COORDINATES ARE BASED ON CLINCHFIELD
COAL COMPANY'S COORDINATE SYSTEM

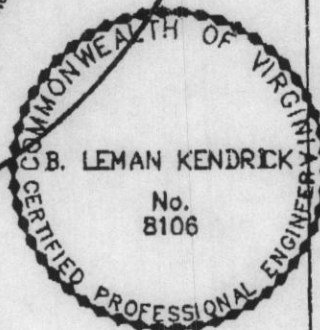
STATE PLANE WELL COORDINATES ARE CALCULATED
FROM CLINCHFIELD COAL COMPANY COORDINATES.

PROPERTY INFORMATION PROVIDED BY EQUITABLE
PRODUCTION COMPANY.

ELEVATIONS ARE BASED ON NGS CONTROL ST. PAUL 2.

P-168

CLINCHFIELD COAL COMPANY /
PYXIS RESOURCES COMPANY - surface



WELL LOCATION PLAT

COMPANY Equitable Production Company WELL NAME AND NUMBER P-550423

TRACT No. LEASE NO. 241490 / T-121 ELEVATION 1590.60 (GPS) QUADRANGLE CANEY RIDGE

COUNTY DICKENSON DISTRICT KENADY SCALE: 1" = 400' DATE JUNE 14, 2002

THIS PLAT IS A NEW PLAT ; AN UPDATED PLAT x; OR A FINAL LOCATION PLAT
PROPOSED TOTAL DEPTH OF WELL =

+ DENOTES THE LOCATION OF A WELL ON UNITED STATES TOPOGRAPHIC MAPS, SCALE 1 TO
24,000, LATITUDE AND LONGITUDE LINES BEING REPRESENTED BY BORDER LINES AS SHOWN.

D. J. [Signature] 6/14/02
LICENSED PROFESSIONAL ENGINEER OR LICENSED LAND SURVEYOR

(AFFIX SEAL)

EXHIBIT "B"
P-550423
LOCATION EXCEPTION

Pine Mountain Oil & Gas, Inc.
448 N.E. Main Street
P.O. Box 5100
Lebanon, VA 24266
Attn: Richard Brillhart

Pyxis Resources
P.O. Box 7
Dante, VA 24237
Attn: Larry Cline